

EXHIBIT B

Articles of Incorporation

and

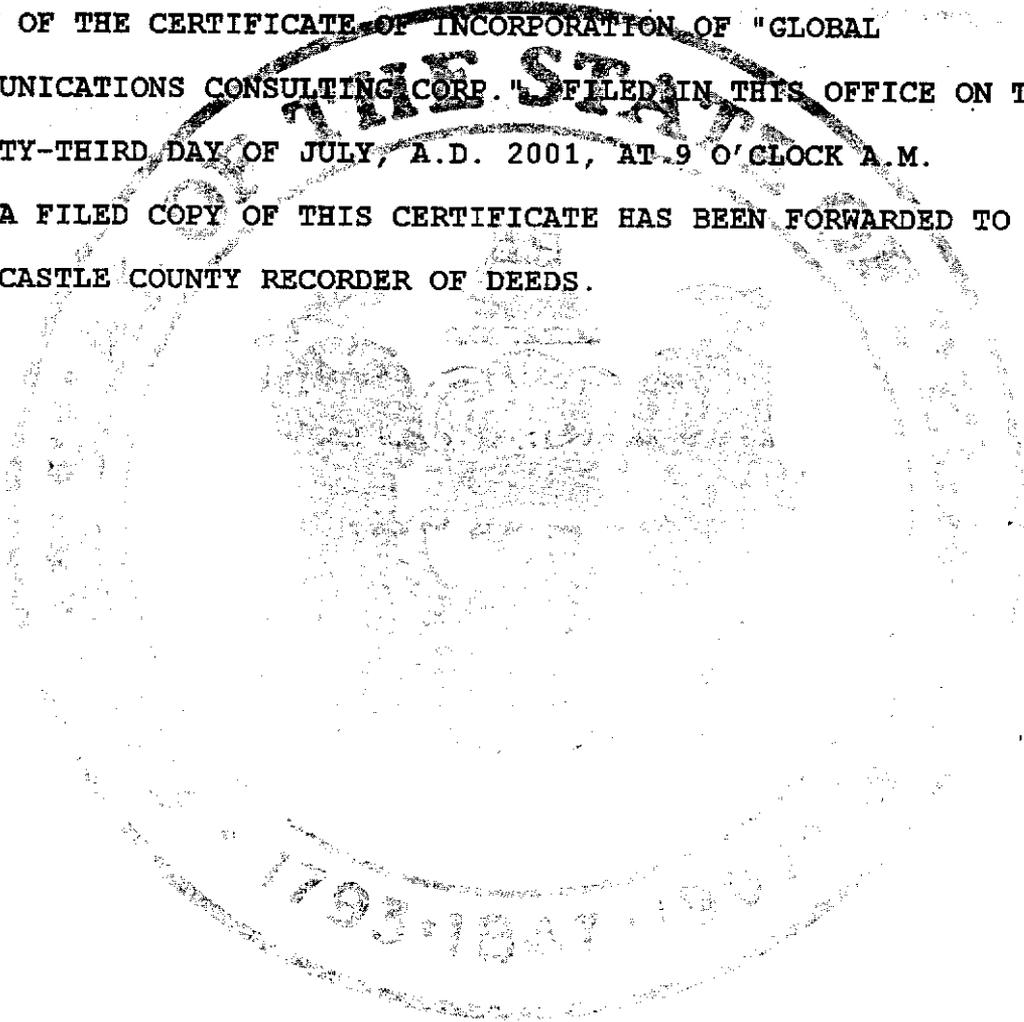
Certificate of Authority to Transact Business as a Foreign Corporation

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "GLOBAL COMMUNICATIONS CONSULTING CORP." FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF JULY, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3417363 8100

010354468

AUTHENTICATION: 1257925

DATE: 07-23-01

CERTIFICATE OF INCORPORATION

The undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

I. The corporate name is GLOBAL COMMUNICATIONS CONSULTING CORP.

II. The address of the registered office of the corporation in the State of Delaware is 11th Floor, Rodney Square North, 11th and Market Streets, Wilmington, New Castle County, Delaware 19801.

The registered agent in charge thereof is CORPORATION GUARANTEE AND TRUST COMPANY.

III. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

IV. The amount of the total authorized capital stock of this corporation is 10,000 shares without par value.

V. The Board of Directors is authorized and empowered to adopt, amend and repeal the By-Laws of the corporation.

VI. The name and address of each Incorporator is as follows:

Name	Address
Douglas E. Keller	122 Mid Ocean Court Howell, NJ 07731

VII. To the fullest extent permitted by the Delaware General Corporation Law a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd day of July, 2001.


Douglas E. Keller, Incorporator

Form **BCA-13.15**

(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

JUL 19 2002

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 07/19/02
License Fee \$
Franchise Tax \$ 25.00
Filing Fee \$ 75.00
Penalties \$
Approved: Mr. F/101.00

1. (a) CORPORATE NAME: GLOBAL COMMUNICATIONS CONSULTING CORP.

(Complete Item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: July 23, 2001

(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:
(If none, so state)

25 Kilmer Drive, Suite 217

None

Morganville, NJ 07751

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent Illipair Corporation Service Company

First Name

Middle Name

Last Name

Registered Office 422 North Northwest Highway

Number

Street

Suite #

Park Ridge,

IL

60068

Cook

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Delaware, New Jersey

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President <u>Michael Franklin,</u>	<u>25 Kilmer Drive, Suite 217,</u>	<u>Morganville, NJ</u>		<u>07751</u>
Secretary <u>Michael Franklin,</u>	<u>25 Kilmer Drive, Suite 217,</u>	<u>Morganville, NJ</u>		<u>07751</u>
Director <u>Douglas E. Keller,</u>	<u>25 Kilmer Drive, Suite 217,</u>	<u>Morganville, NJ</u>		<u>07751</u>
Director <u>Michael Franklin,</u>	<u>25 Kilmer Drive, Suite 217,</u>	<u>Morganville, NJ</u>		<u>07751</u>
Director <u>David Prall,</u>	<u>25 Kilmer Drive, Suite 217,</u>	<u>Morganville, NJ</u>		<u>07751</u>

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
 (If not sufficient space to cover this point, add one or more sheets of this size.)

Communications consulting

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	---	without par value	10,000	10,000

9. Paid-in Capital: \$ 1,000.00
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 0
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,000,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 10,000.00

11. Interrogatories: (Important -- this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: Suite 217, 25 Kilmer Drive, Morganville, NJ 07751
- (b) Number of shares of all classes owned by residents of Illinois: -0-
- (c) Number of shares of all classes owned by non-residents of Illinois: -0-
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: N/A

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated July 3 2002
 (Month & Day) (Year)

attested by Douglas Keller
 (Signature of Secretary or Assistant Secretary)
Douglas Keller Secretary
 (Type or Print Name and Title)

GLOBAL COMMUNICATIONS CONSULTING CORP.
 (Exact Name of Corporation)

Michael Franklin
 (Signature of President or Vice President)
Michael Franklin President
 (Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).